
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2024

Commission File Number: 001-41598

YS BIOPHARMA CO., LTD.
(Exact name of registrant as specified in its charter)

Building No. 2, 38 Yongda Road
Daxing Biomedical Industry Park
Daxing District, Beijing, PRC
Tel: 010-89202086
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release - YS Biopharma to Hold an Extraordinary General Meeting on February 22, 2024 pursuant to a Shareholder Requisition to Enhance Corporate Governance
99.2	Notice of Extraordinary General Meeting
99.3	Form of Voting Proxy for Extraordinary General Meeting
99.4	Members' Requisition to Convene an Extraordinary General Meeting of YS Biopharma Co., Ltd.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

YS Biopharma Co., Ltd.

Date: February 14, 2024

By: /s/ Hui Shao

Name: Hui Shao

Title: Director and Chief Executive Officer

YS Biopharma to Hold an Extraordinary General Meeting on February 22, 2024 pursuant to a Shareholder Requisition to Enhance Corporate Governance

GAITHERSBURG, Md., Feb. 14, 2024 /PRNewswire/ -- YS Biopharma Co., Ltd. (Nasdaq: YS) (“YS Biopharma”), a global biopharmaceutical company dedicated to discovering, developing, manufacturing, and delivering new generations of vaccines and therapeutic biologics for infectious diseases and cancer, today announced that the Company received a requisition to convene an extraordinary general meeting (“EGM”) of the Company (the “**Requisition**”) from APEX Prospect Limited (the “**Requisitioning Shareholder**”), a registered member of the Company that holds no less than 10% of the aggregate voting power of the Company’s share capital as of February 12, 2024.

In the Requisition, the proposed meeting agenda for the EGM includes: (i) to reaffirm the appointment of each of Haitao Zhao, Henry Chen, Pierson Yue Pan, Yuntao Cui, Jin Wang, Chunyuan (Brenda) Wu as a member of the Board of Directors of the Company (the “**Board**”); (ii) to conduct an independent investigation of any alleged misconduct and/or illegal activities of the Company caused by or under the control of Mr. Yi Zhang, the former chairperson of the Board; (iii) to take immediate actions to strengthen the Company’s corporate governance and internal control and management as advised by counsel and other professionals; and (iv) to remove Mr. Yi Zhang from all positions with the Company and any subsidiaries of the Company, including without limitation as director, officer and/or legal representative.

The Board had reviewed the Requisition and decided to convene an EGM (the “**Proposed EGM**”) at 35th Floor, Two Exchange Square, 8 Connaught Place Central, Hong Kong on February 22, 2024 at 9:00 a.m. (Hong Kong time). The Board resolved to convene the Proposed EGM to consider and vote on the resolutions proposed by the Requisitioning Shareholder. A copy of the notice of the Proposed EGM posted to the Company’s website, a form of the voting proxy for the Proposed EGM and a copy of the Requisition is attached as Exhibit 99.2, Exhibit 99.3 and Exhibit 99.4, respectively, to the Current Report on Form 6-K furnished by the Company with the United States Securities and Exchange Commission today. If you wish to virtually attend the Proposed EGM, you are encouraged to contact the Company via email at YSBiopharma.IR@icrinc.com.

About YS Biopharma

YS Biopharma is a global biopharmaceutical company dedicated to discovering, developing, manufacturing, and commercializing new generations of vaccines and therapeutic biologics for infectious diseases and cancer. It has developed a proprietary PIKA® immunomodulating technology platform and a series of preventive and therapeutic biologics with a potential for improved Rabies, Coronavirus, Hepatitis B, Influenza, and Shingles vaccines. YS Biopharma operates in China, the United States, Singapore and the Philippines, and is led by a management team that combines rich local expertise and global experience in the bio-pharmaceutical industry. For more information, please visit investor.ysbiopharm.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical or current fact included in this press release are forward-looking statements, including but not limited to statements regarding the expected growth of the Company, the development progress of all product candidates, the progress and results of all clinical trials, the Company’s ability to source and retain talent, and the cash position of the Company following the closing of the Business Combination. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These statements are based on various assumptions, whether identified in this press release, and on the current expectations of YS Biopharma’s management and are not predictions of actual performance.

These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by these forward-looking statements. Although YS Biopharma believes that it has a reasonable basis for each forward-looking statement contained in this press release, YS Biopharma cautions you that these statements are based on a combination of facts and factors currently known and projections of the future, which are inherently uncertain. In addition, there are risks and uncertainties described in the documents filed by YS Biopharma from time to time with the U.S. Securities and Exchange Commission (“SEC”). These filings may identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements.

YS Biopharma cannot assure you that the forward-looking statements in this press release will prove to be accurate. These forward-looking statements are subject to a number of risks and uncertainties, including, among others, the outcome of any potential litigation, government or regulatory proceedings, the sales performance of the marketed vaccine product and the clinical trial development results of the product candidates of YS Biopharma, and other risks and uncertainties, including those included under the heading “Risk Factors” in the post-effective amendment No. 2 to Form F-1 filed with the SEC on January 23, 2024 which became effective on January 25, 2024, and other filings with the SEC. There may be additional risks that YS Biopharma does not presently know or that YS Biopharma currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In light of the significant uncertainties in these forward-looking statements, nothing in this press release should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. The forward-looking statements in this press release represent the views of YS Biopharma as of the date of this press release. Subsequent events and developments may cause those views to change. However, while YS Biopharma may update these forward-looking statements in the future, there is no current intention to do so, except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing the views of YS Biopharma as of any date subsequent to the date of this press release. Except as may be required by law, YS Biopharma does not undertake any duty to update these forward-looking statements.

Investor Relations Contact

Robin Yang
Partner, ICR, LLC
Tel: +1 (212) 537-4035
Email: YSBiopharma.IR@icrinc.com

YS BIOPHARMA CO., LTD.
NOTICE OF EXTRAORDINARY GENERAL MEETING
To be held on February 22, 2024
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of YS Biopharma Co., Ltd. (Nasdaq Ticker: YS) (the “**Company**”) will be held at 35th Floor, Two Exchange Square, 8 Connaught Place Central, Hong Kong on February 22, 2024 at 9:00 a.m. (Hong Kong time).

Members of record of the Company’s ordinary shares, par value \$0.00002 per share (“**Ordinary Shares**”), registered on the Company’s Register of Members as of 5:00 p.m. on February 16, 2024, Hong Kong time (the “**Record Date**”), are cordially invited to attend the EGM. Members of each Ordinary Share issued and registered on the Company’s Register of Members as of the Record Date is entitled to vote at the EGM. If you wish to virtually attend the EGM, you are encouraged to contact the Company via email at YSBiopharma.IR@icrinc.com.

The EGM will be held for the purpose of considering and, if thought fit, passing and approving the following resolutions:

Resolution 1: as an ordinary resolution, that the appointment of each of Haitao Zhao, Henry Chen, Pierson Yue Pan, Yuntao Cui, Jin Wang, Chunyuan (Brenda) Wu as a director of the Company is hereby reaffirmed, ratified and confirmed in all respects.

Resolution 2: as an ordinary resolution, that the Company is hereby authorized and directed to conduct an independent investigation of any alleged misconduct and/or illegal activities of the Company caused by or under the control of Mr. Yi Zhang, the former chairperson of the Company’s Board of Directors.

Resolution 3: as an ordinary resolution, that the Company is hereby authorized and directed to take immediate actions to strengthen the Company’s corporate governance and internal control and management as advised by counsel and other professionals.

Resolution 4: as an ordinary resolution, that the Company is hereby authorized and directed to remove Mr. Yi Zhang from all positions with the Company and any subsidiaries of the Company, including without limitation as director, officer and/or legal representative.

By Order of the Board of Directors,

YS Biopharma Co., Ltd.

By: /s/ Ajit Shetty

Name: Ajit Shetty

Title: Chairman of the Board of Directors

Amsterdam, the Netherlands

February 14, 2024

YS BIOPHARMA CO., LTD.
An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: YS)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
To Be Held on February 22, 2024
(or any adjournment(s) or postponement(s) thereof)

Introduction

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors (the “**Board**”) of YS Biopharma Co., Ltd. (the “**Company**”) of proxies from the shareholders the Company to be exercised at the Extraordinary General Meeting (the “**EGM**”) of the shareholders of the Company to be held at 35th Floor, Two Exchange Square, 8 Connaught Place Central, Hong Kong on February 22, 2024 at 9:00 a.m. (Hong Kong time), and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting of Shareholders (the “**EGM Notice**”).

Only the holders of record of the ordinary shares, par value US\$0.00002 per share, of the Company (“**Ordinary Shares**”) on the Company’s register of members as of 5:00 p.m. on February 16, 2024, Hong Kong time (the “**Record Date**”) are entitled to receive notice of, attend and vote at the EGM. In respect of the matters requiring shareholders’ vote at the EGM, each Ordinary Share shall entitle the holder thereof to one vote. The resolution put to the vote at the EGM will be decided by poll.

The quorum of the EGM is at least one or more holders of Ordinary Shares which carry in aggregate not less than one-third of all votes attaching to all Ordinary Shares in issue and entitled to vote at the EGM, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative throughout the EGM.

This Form of Proxy is available to shareholders beginning on February 14, 2024. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his/her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein.

Any proxy given by a holder of Ordinary Shares may be revoked by the person giving it at any time before its use by:

- holders of Ordinary Shares registered on the Company’s register of members as of the Record Date by executing and delivering a written notice of revocation or a duly executed proxy bearing a later date by email to YSBiopharma.IR@icrinc.com, which should be received by 9:00 a.m. on February 20, 2024 (Hong Kong time); and
- attending the EGM and voting in person for holders of Ordinary Shares registered on the Company’s register of members. Attendance at the EGM in and of itself does not revoke a prior proxy.

To be valid, this Form of Proxy must be completed, signed and returned to the Company by email to YSBiopharma.IR@icrinc.com as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM.

YS BIOPHARMA CO., LTD.

*An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: YS)*

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

**to be held at 35th Floor, Two Exchange Square, 8 Connaught Place Central, Hong Kong on February 22, 2024 at 9:00 a.m. (Hong Kong time)
(or any adjournment(s) or postponement(s) thereof)**

I/We _____ of _____, the undersigned, being the registered holder(s) of _____, par value US\$0.00002 per share, of YS Biopharma Co., Ltd. (the “**Company**”) hereby appoint the Chairman of the Extraordinary General Meeting^(Note 1) or _____ of _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (the “**EGM**”) (or at any adjournment(s) or postponement(s) thereof), and in the event of a poll voting, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	FOR ^(Note 2)	AGAINST ^(Note 2)	ABSTAIN ^(Note 2)
RESOLUTION 1 - AS AN ORDINARY RESOLUTION That the appointment of each of Haitao Zhao, Henry Chen, Pierson Yue Pan, Yuntao Cui, Jin Wang, Chunyuan (Brenda) Wu as a director of the Company is hereby reaffirmed, ratified and confirmed in all respects.			
RESOLUTION 2 - AS AN ORDINARY RESOLUTION That the Company is hereby authorized and directed to conduct an independent investigation of any alleged misconduct and/or illegal activities of the Company caused by or under the control of Mr. Yi Zhang, the former chairperson of the Company’s Board of Directors.			
RESOLUTION 3 - AS AN ORDINARY RESOLUTION That the Company is hereby authorized and directed to take immediate actions to strengthen the Company’s corporate governance and internal control and management as advised by counsel and other professionals.			
RESOLUTION 4 - AS AN ORDINARY RESOLUTION That the Company is hereby authorized and directed to remove Mr. Yi Zhang from all positions with the Company and any subsidiaries of the Company, including without limitation as director, officer and/or legal representative.			

Dated _____, 2024

Signature(s)^(Note 3) _____

- ¹ If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her stead. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- ² **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR.” IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST.” IF YOU WISH TO ABSTAIN FROM VOTING ON A PARTICULAR RESOLUTION, TICK THE APPROPRIATE BOX MARKED “ABSTAIN,” OR INDICATE YOUR VOTING PREFERENCE BY INSERTING THE NUMBER OF SHARES TO BE VOTED FOR OR AGAINST OR TO ABSTAIN, THE BOXES ABOVE IN RESPECT OF EACH RESOLUTION. FAILURE TO COMPLETE ANY OR ALL THE BOXES WILL ENTITLE YOUR PROXY TO CAST HIS OR HER VOTES AT HIS OR HER DISCRETION.**
- ³ This proxy form must be signed by you or your duly authorized attorney in writing or, in the case of a corporation, must be executed under the hand of an officer or duly authorized attorney to sign the same. If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.

February 12, 2024

The Board of Directors
YS Biopharma Co. Ltd.
PO Box 309, Uglan House
Grand Cayman, KYI-1104
Grand Cayman KYI-1104, Cayman Islands

Re: Shareholders' requisition to convene an extraordinary general meeting of YS Biopharma Co. Ltd. ("YS" or the "Company")

Dear Members of the Board of Directors :

I am writing on behalf of APEX Prospect Limited. Following our \$40 million investment in the Company on Feb 7, 2024, we as of the date hereof hold no less than 10% (which is approximately 50%) of all votes attaching to all issued and outstanding shares entitled to vote at general meetings of the Company. Our commitment to YS is long-term, and we are eager to contribute our efforts and resources to enhance the Company's corporate governance, internal management business practices, among other critical areas, for the best interest of the Company and all of its shareholders.

Pursuant to Article 87 and Article 57 of the Company's AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION, we respectfully request that the members of the Board of Directors consider the following proposals:

- 1) Appoint six new directors, namely Haitao Zhao, Henry Chen, Pierson Pan, Yuntao Cui, Jin Wang, Chunyuan Wu. Biographies of the proposed new directors are attached for your review.
- 2) Approve our request to convene an Extraordinary General Meeting as soon as practicable and in any event within twenty-one calendar days from the date of the deposit of this requisition at the registered office of the Company. The proposed meeting agenda includes the following:
 - A) To reaffirm the appointment of the new directors:
 - B) To conduct an independent investigation/audit of any misconduct and/or illegal activities of the Company caused by or under the control of Mr. Yi Zhang, the Company's former chairperson of the Board of Directors;
 - C) To take immediate actions to strengthen the Company's corporate governance and internal control and management as advised by counsel and other professionals; and
 - D) To remove Mr. Yi Zhang from all positions with any subsidiaries of the Company, including without limitation at director and/or legal representative.

Thank you for your consideration.

Sincerely,

APEX Prospect Limited

/s/ Haitao ZHAO

Name: Haitao ZHAO

Title: Authorized Signatory

Copy to:

Maples Corporate Services Limited

By email: Richard.Spooner@maples.com; Vivian.lee@maples.com